

**GLOBAL NOTES REGARDING THE 4D FACTORY LLC'S
(CASE NO. 23-11619 MEW) SCHEDULES OF ASSETS AND LIABILITIES
AND STATEMENTS OF FINANCIAL AFFAIRS**

These Global Notes Regarding the Debtor's Schedules of Assets and Liabilities and Statements of Financial Affairs (the "Global Notes") are an integral part of all of the Debtor's Schedules and Statements (defined below). The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements.

The Schedules of Assets and Liabilities (the "Schedules") and Statements of Financial Affairs (the "Statements" or "SOFA"; together with the Schedules, the "Schedules and Statements") filed by The 4D Factory LLC, as debtor and debtor-in- possession (the "Debtor"), in the above-referenced chapter 11 case (the "Chapter 11 Case") with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") have been prepared by the Debtor's management pursuant to section 521 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code") and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). While the Debtor has made every reasonable effort to ensure that its Schedules and Statements are accurate and complete based upon information that was available to them at the time of preparation. The Schedules and Statements have been prepared based on information provided by financial information on hand and from the Debtor's affiliates, and former officer(s) and accountant(s), and are unaudited and subject to potential adjustment. In preparing the Schedules and Statements, the Debtor relied on financial data derived from its books and records that was available at the time of preparation. The Debtor has used commercially reasonable efforts to ensure the accuracy and completeness of such information and data; however, subsequent information, data, or discovery may result in material changes to the Schedules and Statements and inadvertent errors, omissions, or inaccuracies may exist.

Reservation of Rights. Nothing contained in the Schedules and Statements or the Global Notes shall constitute a waiver of any rights of the Debtor or its estate or an admission with respect to the Chapter 11 Case, including, but not limited to, any issues involving objections to claims, setoff or recoupment, equitable subordination or recharacterization of debt, defenses, characterization or re-characterization of claims, contracts, leases, assumption or rejection of contracts and leases, causes of action arising under the Bankruptcy Code or any other applicable laws and/or estimates and assumptions in the Schedules and Statements. The Debtor may seek to recharacterize, reclassify, recategorize, redesignate, add, delete, or otherwise amend items included in the Schedules and Statements, and the Debtor and its estate reserve all rights in this regard.

Description of the Case and "as of" Information Date. On October 10, 2023 (the "Petition Date"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtor is authorized to continue to manage its financial affairs as a debtor in possession. Unless otherwise indicated herein or in the Schedules and Statements, all financial information for the Debtor in the Schedules and Statements and the Global Notes is provided as of the Petition Date or as close to the Petition Date as reasonably practicable under the circumstances.

Basis of Presentation. The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles (“GAAP”), nor are they intended to fully reconcile to any financial statements prepared by the Debtor.

Insiders. For purposes of the Schedules and Statements, the Debtor defines “insiders” pursuant to section 101(31) of the Bankruptcy Code. Persons listed as “insiders” have been included for informational purposes only, and such listing is not intended to be, nor should it be construed as, a legal characterization of such person as an insider, nor does it serve as an admission of any fact, claim, right or defense, and all such claims, rights, and defenses with respect thereto are hereby expressly reserved. Further, the Debtor and its estate do not take any position with respect to: (a) any such person’s influence over the control of the Debtor, (b) the management responsibilities or functions of any such individual; (c) the decision-making or corporate authority of any such individual; or (d) whether any such individual could successfully argue that he or she is not an “insider” under applicable law, including, without limitation, the federal securities laws, or with respect to any theories of liability or for any other purpose.

Summary of Significant Reporting Policies. The following is a summary of certain significant reporting policies:

- a. **Current Market Value – Net Book Value.** It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate resources for the Debtor to obtain current market valuations for all estate assets. Accordingly, unless otherwise indicated herein or in the Schedules and Statements, the Schedules and Statements reflect the net book values, rather than current market values, of the Debtor’s assets as of the Petition Date (unless another date is indicated herein or in the Schedules and Statements), and may not reflect the net realizable value.
- b. **Credits and Adjustments.** Claims of creditors are listed in the amounts entered on the Debtor’s books and records, and may not reflect all credits, allowances, or other adjustments due from such creditors to the Debtor. The Debtor and its estate reserve all rights with regard to any such credits, allowances and other adjustments, including, without limitation, the right to assert claims, objections, setoffs and recoupments with respect to the same.

Unknown or Undetermined Amounts. Where a description of an amount is left blank or listed as “unknown” or “undetermined,” such response is not intended to reflect upon the materiality of such amount.

Classifications. Listing a claim (a) on Schedule D as “secured,” (b) on Schedule E/F as “unsecured priority,” or “unsecured non-priority,” or (c) listing a contract or lease on Schedule G as “executory” or “unexpired,” does not constitute an admission by the Debtor and its estate of the legal rights of any claimant, or a waiver of the rights of the Debtor and its estate to amend the Schedules and Statements to recharacterize or reclassify any claim or contract.

Claims Description. The Debtor and its estate reserve all rights to dispute, and to assert any offsets or defenses to, any claim reflected on the applicable Schedule on any grounds, including,

without limitation, amount, liability, validity, priority or classification, and to subsequently designate any claim as “disputed,” “contingent,” or “unliquidated.”

SPECIFIC NOTES FOR SCHEDULES

Schedule A/B—Assets—Real and Personal Property. Despite its commercially reasonable efforts to identify all known assets, the Debtor may not have listed all of its respective causes of action or potential causes of action against third parties as assets in the Schedules and Statements, including, but not limited to, causes of action arising under the Bankruptcy Code or any other applicable laws to recover assets or avoid transfers. The Debtor and its estate reserve all rights with respect to any claims and causes of action that they may have, and neither the Global Notes nor the Schedules and Statements shall be deemed a waiver of any such claims and causes of action, or in any way prejudice, impair or otherwise affect the assertion of such claims and causes of action.

Schedules D, E, F. Certain creditors listed on Schedules D, E and F may owe amounts to the Debtor; as such, the Debtor and its estate may have valid setoff and recoupment rights with respect to such amounts, which rights are not reflected. The Debtor has used commercially reasonable efforts to include all creditors on Schedule F; however, the Debtor believes that there may be instances in which vendors have yet to provide proper invoices for prepetition goods or services.

Schedule G—Executory Contracts and Unexpired Leases. Although commercially reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors, omissions or over-inclusion may have occurred in preparing Schedule G. In the ordinary course of business, the Debtor enters into various agreements with its vendors, prospective investors, lenders, banks, creditors, etc.. The Debtor may have entered into various other types of agreements in the ordinary course of its business, such as indemnity agreements, supplemental agreements, letter agreements, and confidentiality agreements that may not be set forth in Schedule G. Omission of a contract, lease or other agreement from Schedule G does not constitute an admission that such omitted contract, lease or agreement is not an executory contract or unexpired lease. Schedule G may be amended at any time to add any omitted executory contracts, unexpired leases and other agreements to which the Debtor is a party, including, without limitation, to add any executory contracts, unexpired leases and other agreements that the Debtor did not or was unable to list on Schedule G at this time. Likewise, the listing of an agreement on Schedule G does not constitute an admission that such agreement is an executory contract or unexpired lease, or that such agreement was in effect or unexpired on the Petition Date, or is valid or enforceable. The agreements listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments and agreements that may not be listed on Schedule G. Any and all rights, claims and causes of action of the Debtor and its estate with respect to the agreements listed on Schedule G are hereby reserved and preserved.

SPECIFIC NOTES FOR STATEMENTS

Statement 3. Statement 3 includes any disbursement or other transfer made by the Debtor, except for those made to insiders, employees, and bankruptcy professionals.

Statement 4. Statement 4 lists no transfers to Insiders for “debts owed” to Insiders, but see Statement 30 for transfers to Insiders in the one (1) year prior to the Petition Date.

Statement 7. The Debtor and its estate reserve all rights, claims, and defenses with respect to any and all listed lawsuits and administrative proceedings (or potential lawsuits and administrative proceedings). The listing of any such suits and proceedings shall not constitute an admission by the Debtor and its estate of any liabilities or that actions or proceedings were correctly filed against the Debtor. The Debtor and its estate reserve all rights to assert that the Debtor is not an appropriate party to such actions or proceedings.

Statement Question 26d – Recipients of Financial Statements. From time to time, the Debtor may have provided financial statements in the ordinary course of business to certain parties for business, statutory, credit, financing and other reasons. Recipients may have included regulatory agencies, financial institutions, investment banks, vendors, landlords, debtholders and its legal and financial advisors. Due to the confidentiality requirements of related non-disclosure agreements, and the number of parties that have received such statements, such parties may not be listed in response to this question.

Fill in this information to identify the case:

Debtor name The 4D Factory, LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) 23-11619 MEW

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule 20 Largest Unsec Clms, Equity Sec Hldrs*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 13, 2023

X /s/ Cort Javarone

Signature of individual signing on behalf of debtor

Cort Javarone

Printed name

Managing Member

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name	The 4D Factory, LLC
United States Bankruptcy Court for the:	SOUTHERN DISTRICT OF NEW YORK
Case number (if known):	23-11619 MEW

Check if this is an
amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Cadwalader Wickersham & Taft 200 Liberty Street New York, NY 10281	Ira Schacter ira.schacter@cwt.com 212-504-6035	Contingent Legal Fee	Contingent Unliquidated			\$628,391.00
EisnerAmper LLP 733 Third Avenue New York, NY 10017-2703	Richard Nachmias Richard.Nachmias@eisneramper.com 212.891.4096	Accounting Services				\$50,000.00
Emer Timmons [Redacted]		Deferred compensation				\$55,000.00
Hogan Lovells (Paris) LLP 17, avenue Matignon CS 30027 75378 Paris Cedex 08			Contingent Unliquidated Disputed			\$267,394.00
Michelman & Robinson LLP 10880 Wilshire Blvd. 19th FL Los Angeles, CA 90024	Tim Gorry tgorry@mrlip.com 310.299.5500	Legal Services				\$147,000.00
MorganFranklin Consulting 7900 Tysons One Place Suite 300 Mc Lean, VA 22102	Leigh Caylor lcaylor@vaco.com 703-564-7525	Accounting Services	Contingent Unliquidated Disputed			\$320,010.00
RSM US LLP 44 Montgomery Street Ste 3900 San Francisco, CA 94104	Shamen Dugger shamen.dugger@smus.com 415-848-5371	Consulting				\$60,076.00

Debtor **The 4D Factory, LLC**
Name

Case number (if known) **23-11619 MEW**

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Silvio Kutic, Izabel Jelenic Roberto Kutic, c/o Infobip 35-38 New Bridge St., 5th FL London EC4V 6BW, UK		Debtor is guarantor	Contingent Subject to Setoff			\$1,900,000.00
Valuation Research Corp PO Box 809061 Chicago, IL 60680-9061	Tyler Wendorf twendorf@valuationresearch.com 414-221-6241					\$15,438.00

Fill in this information to identify the case:

Debtor name The 4D Factory, LLCUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORKCase number (if known) 23-11619 MEW Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)

1a. Real property:

Copy line 88 from Schedule A/B..... \$ 0.00

1b. Total personal property:

Copy line 91A from Schedule A/B..... \$ 44,003,415.76

1c. Total of all property:

Copy line 92 from Schedule A/B..... \$ 44,003,415.76

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)

Copy the total dollar amount listed in Column A, Amount of claim, from line 3 of Schedule D..... \$ 4,157,501.00

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims:

Copy the total claims from Part 1 from line 5a of Schedule E/F..... \$ 0.00

3b. Total amount of claims of nonpriority amount of unsecured claims:

Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/F..... +\$ 3,585,809.00

4. Total liabilities

Lines 2 + 3a + 3b

\$ 7,743,310.00

Fill in this information to identify the case:

Debtor name The 4D Factory, LLCUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORKCase number (if known) 23-11619 MEW Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?** No. Go to Part 2. Yes Fill in the information below.**All cash or cash equivalents owned or controlled by the debtor****Current value of debtor's interest****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm) Type of account

Last 4 digits of account number

3.1. Wells Fargo Checking 5121 \$0.003.2. City National Bank Checking 0983 \$1,415.763.3. JP Morgan Chase Checking 7579 \$0.00**4. Other cash equivalents (Identify all)****5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$1,415.76**Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?** No. Go to Part 3. Yes Fill in the information below.**Part 3: Accounts receivable****10. Does the debtor have any accounts receivable?**

Debtor The 4D Factory, LLC
Name

Case number (*If known*) 23-11619 MEW

No. Go to Part 4.
 Yes Fill in the information below.

Part 4: Investments

13. Does the debtor own any investments?

No. Go to Part 5.
 Yes Fill in the information below.

		Valuation method used for current value	Current value of debtor's interest
14.	Mutual funds or publicly traded stocks not included in Part 1 Name of fund or stock:		
15.	Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture Name of entity:	% of ownership	
15.1.	<u>Neon Media LLC</u>	<u>100</u> %	<u>Cost Basis</u> (est) <u>\$6,000,000.00</u>
15.2.	<u>Neon Machine Inc. (Debtor owns 80% of common stock subject to possible dilution)</u>	<u>80</u> %	<u>Last Cap. Raise</u> (est) <u>\$18,000,000.00</u>
15.3.	<u>Centili Limited</u>	<u>100%</u> %	<u>Cost Basis</u> (est) <u>\$20,000,000.00</u>
16.	Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1 Describe:		
17.	Total of Part 4. Add lines 14 through 16. Copy the total to line 83.		<u>\$44,000,000.00</u>

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

No. Go to Part 6.
 Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

No. Go to Part 7.
 Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

No. Go to Part 8.
 Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest

Debtor	The 4D Factory, LLC Name	Case number (<i>If known</i>)	23-11619 MEW											
39.	Office furniture Misc office furniture	\$0.00	\$500.00											
40.	Office fixtures													
41.	Office equipment, including all computer equipment and communication systems equipment and software computer	\$0.00	\$1,500.00											
42.	Collectibles Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles													
43.	Total of Part 7. Add lines 39 through 42. Copy the total to line 86.		\$2,000.00											
44.	Is a depreciation schedule available for any of the property listed in Part 7?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes												
45.	Has any of the property listed in Part 7 been appraised by a professional within the last year?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes												
Part 8: Machinery, equipment, and vehicles														
46.	Does the debtor own or lease any machinery, equipment, or vehicles?	<input checked="" type="checkbox"/> No. Go to Part 9. <input type="checkbox"/> Yes Fill in the information below.												
Part 9: Real property														
54.	Does the debtor own or lease any real property?	<input type="checkbox"/> No. Go to Part 10. <input checked="" type="checkbox"/> Yes Fill in the information below.												
55.	Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest	<table border="1"> <thead> <tr> <th>Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available.)</th> <th>Nature and extent of debtor's interest in property</th> <th>Net book value of debtor's interest (Where available)</th> <th>Valuation method used for current value</th> <th>Current value of debtor's interest</th> </tr> </thead> <tbody> <tr> <td>55.1. The Debtor utilizes office space at 57 West 57th Street, Unit 319, NY, NY. Debtor's affiliate, 4D Factory Inc. is a party to the agreement for the office space.</td> <td>Equitable interest</td> <td>\$0.00</td> <td></td> <td>\$0.00</td> </tr> </tbody> </table>			Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available.)	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest	55.1. The Debtor utilizes office space at 57 West 57th Street, Unit 319, NY, NY. Debtor's affiliate, 4D Factory Inc. is a party to the agreement for the office space.	Equitable interest	\$0.00		\$0.00
Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available.)	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest										
55.1. The Debtor utilizes office space at 57 West 57th Street, Unit 319, NY, NY. Debtor's affiliate, 4D Factory Inc. is a party to the agreement for the office space.	Equitable interest	\$0.00		\$0.00										

Debtor The 4D Factory, LLC
Name

Case number (*If known*) 23-11619 MEW

56. **Total of Part 9.**

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets.
Copy the total to line 88.

\$0.00

57. **Is a depreciation schedule available for any of the property listed in Part 9?**

No
 Yes

58. **Has any of the property listed in Part 9 been appraised by a professional within the last year?**

No
 Yes

Part 10: Intangibles and intellectual property

59. **Does the debtor have any interests in intangibles or intellectual property?**

No. Go to Part 11.

Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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60. **Patents, copyrights, trademarks, and trade secrets**

61. **Internet domain names and websites**

the4dfactory.com

Unknown

Unknown

62. **Licenses, franchises, and royalties**

63. **Customer lists, mailing lists, or other compilations**

64. **Other intangibles, or intellectual property**

While not titled in the Debtor's name, the Debtor has "interests" in the intellectual property of two video games, Shrapnel and Foundation, through the Debtor's holdings in Neon Machine Inc. and Neon Media LLC.

Unknown

Unknown

65. **Goodwill**

66. **Total of Part 10.**

Add lines 60 through 65. Copy the total to line 89.

\$0.00

67. **Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?**

No
 Yes

68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**

No
 Yes

69. **Has any of the property listed in Part 10 been appraised by a professional within the last year?**

No
 Yes

Part 11: All other assets

70. **Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

Debtor The 4D Factory, LLC
Name

Case number (*If known*) 23-11619 MEW

No. Go to Part 12.
 Yes Fill in the information below.

Current value of
debtor's interest

71.	Notes receivable Description (include name of obligor)		
72.	Tax refunds and unused net operating losses (NOLs) Description (for example, federal, state, local)	Debtor may have unused NOLs	unknown
73.	Interests in insurance policies or annuities		
74.	Causes of action against third parties (whether or not a lawsuit has been filed) Claims against Goal Acquisitions Sponsor Corp. ("Goal") and its principals, officers (collectively, "Goal") and other third parties and counter-parties to a certain acquisition, for, among other things, breach of contract, breach of non-circumvention and confidentiality provisions, and other related claims including but not limited to: interference with contract, breach of fiduciary duties, unfair competition and interference with prospective economic advantage.		Unknown
	Nature of claim	<u>Breach of Contract</u>	
	Amount requested	<u>\$100,000,000.00</u>	
	 Claims against Gamemine LLC and Gamemine Europe Ltd. and their principals and officers (collectively, "Gamemine") for, among other things, breach of contract and breach of certain non-circumvention clause(s)		Unknown
	Nature of claim	<u>Breach of Contract</u>	
	Amount requested	<u>\$3,400,000.00</u>	
	 Claims against certain former officer(s) of the Debtor and certain creditor(s) for, among other things, collusion and slander to sabotage company business opportunities and transactions including opportunities to repay Creditors, breach of duty of loyalty and self-dealing, leading to the Chapter 11 filing.		Unknown
	Nature of claim		
	Amount requested	<u>\$50,000,000.00</u>	
75.	Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims		
76.	Trusts, equitable or future interests in property		
77.	Other property of any kind not already listed Examples: Season tickets, country club membership		
78.	Total of Part 11. Add lines 71 through 77. Copy the total to line 90.		<u>\$0.00</u>
79.	Has any of the property listed in Part 11 been appraised by a professional within the last year?		

Debtor The 4D Factory, LLC
Name

Case number (*If known*) 23-11619 MEW

No
 Yes

Debtor The 4D Factory, LLC
Name

Case number (*If known*) 23-11619 MEW

Part 12: **Summary**

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	<u>\$1,415.76</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$0.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$0.00</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$44,000,000.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$0.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$2,000.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$0.00</u>	
88. Real property. <i>Copy line 56, Part 9.....></i>		<u>\$0.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	<u>\$0.00</u>	
91. Total. Add lines 80 through 90 for each column	<u>\$44,003,415.76</u>	+ 91b. <u>\$0.00</u>
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		<u>\$44,003,415.76</u>

Fill in this information to identify the case:

Debtor name The 4D Factory, LLCUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORKCase number (if known) 23-11619 MEW Check if this is an amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property**

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.

Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A Amount of claim	Column B Value of collateral that supports this claim
2.1	MEP Capital Holdings III LP Creditor's Name	Describe debtor's property that is subject to a lien Creditor's lien is purportedly asserted against all Assets of the Debtor (including equity interests in Centili Ltd., Neon Media LLC and Neon Machine Inc) and affiliate Neon Media, LLC. Debtor is guarantor.	Do not deduct the value of collateral. \$4,157,501.00
	244 Madison Avenue #1214 New York, NY 10016 Creditor's mailing address	Describe the lien	\$44,003,415.00
	jsilverblatt@reitlerlaw.com Creditor's email address, if known	Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
	Date debt was incurred	Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)	
	Last 4 digits of account number	As of the petition filing date, the claim is: Check all that apply	
	Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.	<input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed	
3.	Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.		\$4,157,501.00
			0

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1 did you enter the related creditor?

Last 4 digits of account number for this entity

Reitler Kailas & Rosenblatt LLP
Attn: Jonathan Silverblatt Esq
885 Third Avenue 20th FL
New York, NY 10022

Line 2.1

Fill in this information to identify the case:

Debtor name The 4D Factory, LLCUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORKCase number (if known) 23-11619 MEW Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

No. Go to Part 2.
 Yes. Go to line 2.

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address Cadwalader Wickersham & Taft 200 Liberty Street New York, NY 10281 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$628,391.00
		<input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed
		Basis for the claim: Contingent Legal Fee
		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.2	Nonpriority creditor's name and mailing address Cort Javarone [Redacted] Date(s) debt was incurred <u>2023</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$72,500.00
		<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed
		Basis for the claim: Deferred Compensation
		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.3	Nonpriority creditor's name and mailing address David Vicini [Redacted] Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$70,000.00
		<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed
		Basis for the claim: Deferred Compensation
		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.4	Nonpriority creditor's name and mailing address EisnerAmper LLP 733 Third Avenue New York, NY 10017-2703 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$50,000.00
		<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed
		Basis for the claim: Accounting Services
		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Debtor	<u>The 4D Factory, LLC</u>	Case number (if known)	<u>23-11619 MEW</u>
Name			
3.5	Nonpriority creditor's name and mailing address Emer Timmons [Redacted]	As of the petition filing date, the claim is: <i>Check all that apply.</i>	\$55,000.00
	Date(s) debt was incurred _	<input type="checkbox"/> Contingent	
	Last 4 digits of account number _	<input type="checkbox"/> Unliquidated	
		<input type="checkbox"/> Disputed	
		Basis for the claim: <u>Deferred compensation</u>	
		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.6	Nonpriority creditor's name and mailing address Hogan Lovells (Paris) LLP 17, avenue Matignon CS 30027 75378 Paris Cedex 08	As of the petition filing date, the claim is: <i>Check all that apply.</i>	\$267,394.00
	Date(s) debt was incurred _	<input checked="" type="checkbox"/> Contingent	
	Last 4 digits of account number _	<input checked="" type="checkbox"/> Unliquidated	
		<input checked="" type="checkbox"/> Disputed	
		Basis for the claim: _	
		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.7	Nonpriority creditor's name and mailing address Michelman & Robinson LLP 10880 Wilshire Blvd. 19th FL Los Angeles, CA 90024	As of the petition filing date, the claim is: <i>Check all that apply.</i>	\$147,000.00
	Date(s) debt was incurred _	<input type="checkbox"/> Contingent	
	Last 4 digits of account number _	<input type="checkbox"/> Unliquidated	
		<input type="checkbox"/> Disputed	
		Basis for the claim: <u>Legal Services</u>	
		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.8	Nonpriority creditor's name and mailing address MorganFranklin Consulting 7900 Tysons One Place Suite 300 Mc Lean, VA 22102	As of the petition filing date, the claim is: <i>Check all that apply.</i>	\$320,010.00
	Date(s) debt was incurred _	<input checked="" type="checkbox"/> Contingent	
	Last 4 digits of account number _	<input checked="" type="checkbox"/> Unliquidated	
		<input checked="" type="checkbox"/> Disputed	
		Basis for the claim: <u>Accounting Services</u>	
		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.9	Nonpriority creditor's name and mailing address RSM US LLP 44 Montgomery Street Ste 3900 San Francisco, CA 94104	As of the petition filing date, the claim is: <i>Check all that apply.</i>	\$60,076.00
	Date(s) debt was incurred _	<input type="checkbox"/> Contingent	
	Last 4 digits of account number _	<input type="checkbox"/> Unliquidated	
		<input type="checkbox"/> Disputed	
		Basis for the claim: <u>Accounting Services</u>	
		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.10	Nonpriority creditor's name and mailing address Silvio Kutic, Izabel Jelenic Roberto Kutic, c/o Infobip 35-38 New Bridge St., 5th FL London EC4V 6BW, UK	As of the petition filing date, the claim is: <i>Check all that apply.</i>	\$1,900,000.00
	Date(s) debt was incurred _	<input checked="" type="checkbox"/> Contingent	
	Last 4 digits of account number _	<input type="checkbox"/> Unliquidated	
		<input type="checkbox"/> Disputed	
		Basis for the claim: <u>Debtor is guarantor</u>	
		Is the claim subject to offset? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes	
3.11	Nonpriority creditor's name and mailing address Valuation Research Corp PO Box 809061 Chicago, IL 60680-9061	As of the petition filing date, the claim is: <i>Check all that apply.</i>	\$15,438.00
	Date(s) debt was incurred _	<input type="checkbox"/> Contingent	
	Last 4 digits of account number _	<input type="checkbox"/> Unliquidated	
		<input type="checkbox"/> Disputed	
		Basis for the claim: _	
		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Part 3: List Others to Be Notified About Unsecured Claims

Debtor The 4D Factory, LLC

Case number (if known)

23-11619 MEW

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

Total of claim amounts		
5a.	\$	<u>0.00</u>
5b.	+	\$ <u>3,585,809.00</u>

5c.	\$ <u>3,585,809.00</u>
-----	------------------------

Fill in this information to identify the case:

Debtor name The 4D Factory, LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) 23-11619 MEW

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

2.2 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

2.3 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

2.4 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

Fill in this information to identify the case:

Debtor name The 4D Factory, LLCUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORKCase number (if known) 23-11619 MEW Check if this is an amended filing

Official Form 206H

Schedule H: Your Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
 Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, **Schedules D-G**. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

Name	Mailing Address	Name	Check all schedules that apply:
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2.1	Centili Limited	2 New Bailey 6 Stanley Street Salford M3 5EN 2 New Bailey, 6 Stanley Street, Salford M3 5EN	Silvio Kutic, Izabel Jelenic	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.10</u> <input type="checkbox"/> G _____
2.2	Neon Media LLC	1700 Westlake Avenue N Suite 200 Seattle, WA 98109 Primary Borrower	MEP Capital Holdings III LP	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____

Fill in this information to identify the case:

Debtor name The 4D Factory, LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) 23-11619 MEW

Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/22

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:

From 1/01/2023 to Filing Date

Operating a business

Unknown

Other _____

For prior year:

From 1/01/2022 to 12/31/2022

Operating a business

\$0.00

Other _____

For prior year:

From 1/01/2022 to 12/31/2022

Operating a business

\$94,335.00

Other _____

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:

From 1/01/2023 to Filing Date

\$7,816.42

For prior year:

From 1/01/2022 to 12/31/2022

Unknown

For year before that:

From 1/01/2021 to 12/31/2021

\$0.00

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

Debtor The 4D Factory, LLCCase number (if known) 23-11619 MEW**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers--including expense reimbursements--to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

 None.

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer Check all that apply
3.1. MEP Capital Holdings III LP 244 Madison Avenue #1214 New York, NY 10016	8/3/23 \$100,000 8/15/23 \$300,000	\$400,000.00	<input checked="" type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>payments related to certain forbearance agreement</u>

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

 None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. See Response to Question 30 of Statement of Financial Affairs		\$0.00	No payments to Insiders were for debts owed.

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

 None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

 None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity--within 1 year before filing this case.

 None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
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Debtor The 4D Factory, LLCCase number (if known) 23-11619 MEW

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. MEP Capital Holdings III, L.P. N/A	Non-Judicial Article 9 UCC Sale Process		<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2. 4D Factory LLC with Goal Acquisitions Sponsor and Principals	Mediation of Claims arising from breach of contract		<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

 None**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000** None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.** None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
	If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).		

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

 None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1. Spence Law Office PC		October 2, 2023	\$10,000.00

Email or website address**Who made the payment, if not debtor?**

Debtor The 4D Factory, LLCCase number (if known) 23-11619 MEW

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.2. Spence Law Office, P.C.		October 9, 2023	\$25,214.00
Email or website address			
Who made the payment, if not debtor? Cort Javarone			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

 None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

 None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1 Ron Bloom	MacPro Notebook Computer	February 2023	\$3,000.00
Relationship to debtor Former Officer			

13.2 Silvio Kutic, Izabel Jelenic Roberto Kutic, c/o Infobip 35-38 New Bridge St., 5th FL London EC4V 6BW, UK	Membership Units were transferred to these creditors in connection with the Debtor's purchase of Centili Limited	2023	\$2,000,000.00
Relationship to debtor Unit Holders			

13.3 Jonathan Miller	Purchase of Units in Debtor	2023	\$500,000.00
Relationship to debtor Unit Holder			

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

 Does not apply

Address	Dates of occupancy From-To
---------	-------------------------------

Debtor The 4D Factory, LLCCase number (if known) 23-11619 MEW

Address	Dates of occupancy From-To
14.1. 1187 Coast Village Rd. #443 Santa Barbara, CA 93108	6/2018-present (mailing address only)
14.2. 622 NE 98th Street Miami, FL 33138	2/2022 - 7/2023
14.3. 300 Southard Street, Suite 207 Key West, FL 33041	8/23 - present
14.4. 57 West 57th Street New York, NY 10019	October 6, 2023 - present

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

No. Go to Part 9.
 Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
---------------------------	---	---

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

No.
 Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

No. Go to Part 10.
 Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

Debtor The 4D Factory, LLCCase number (if known) 23-11619 MEW None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Does debtor still have it?
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20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

 None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
---------------------------	-----------------------------------	-----------------------------	----------------------------

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

 None**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders. No. Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law? No. Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material? No. Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	------------------------------------	-----------------------------	----------------

Part 13: Details About the Debtor's Business or Connections to Any Business

Debtor The 4D Factory, LLCCase number (if known) 23-11619 MEW**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. Neon Machine Inc.	Video game development	Dates business existed EIN: 87-2388630 From-To 9/2021-present
25.2. Neon Media LLC	video game and special effects development	EIN: 84-4575855 From-To 7/2020 - present
25.3. Centili Limited	mobile technology company	EIN: UK REG No. 07911314 From-To 1/2012 - present

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

None

Name and address	Date of service From-To
26a.1. Graphite Financial Group LLC 228 Park Ave S #85447 New York, NY 10003-1502	
26a.2. RSM US LLP 44 Montgomery Street Ste 3900 San Francisco, CA 94104	
26a.3. MorganFranklin Consulting 7900 Tysons One Place Suite 300 Mc Lean, VA 22102	

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

None

Name and address	If any books of account and records are unavailable, explain why
26c.1. Graphite Financial Group LLC 228 Park Ave S #85447 New York, NY 10003-1502	
26c.2. David Vicini	

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

Debtor The 4D Factory, LLCCase number (if known) 23-11619 MEW None**Name and address****27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

 No Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
---	-------------------	--

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Cort Javarone	NY, NY	Managing Member/CEO	owner 42.2% issued units of membership in the Debtor
Emer Timmons	France	Chairwoman	% of interest, if any

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions? No Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
Ron Bloom		Chief Product Officer	Sept 2021 - September 2023
David Vicini		CO/CFO	May 2021-October 2023
Jonathan Miller		Chairman	June 2018 - November 2022
Andrew Grossman		General Counsel	May 2021 to August 2023

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses,

Debtor The 4D Factory, LLCCase number (if known) 23-11619 MEW

loans, credits on loans, stock redemptions, and options exercised?

No

Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1			
Cort Javarone	\$257,500 \$4,999 \$20,200	October 10, 2022 to October 9, 2023	\$257,500 Compensation \$4,999 - Reimbursed expenses \$20,200 - transferred for payment of bankruptcy retainer on behalf of Debtor to Spence Law Office, P.C.
Relationship to debtor <u>Managing Member/CEO</u>			
30.2			
Emer Timmons	\$85,000	October 10, 2022 to October 9, 2023	Compensation
Relationship to debtor <u>Chairwoman</u>			
30.3			
Ron Bloom	\$175,000	October 10, 2022 to October 9, 2023	Compensation
Relationship to debtor <u>Former Chief Product Officer</u>			
30.4			
Andrew Grossman	\$155,044.00 \$6,135.00	October 10, 2022 to October 9, 2023	Compensation and reimbursed expenses
Relationship to debtor <u>Former General Counsel</u>			
30.5			
David Vicini	\$155,044	October 10, 2022 to October 9, 2023	Compensation
Relationship to debtor <u>Former CO/CFO</u>			

Debtor The 4D Factory, LLCCase number (if known) 23-11619 MEW

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.6 Kevin Conroy	\$60,000	October 10, 2022 to October 9, 2023	Compensation
Relationship to debtor Consultant			
30.7 Neon Media LLC	\$661,080.56	October 2022 - May 2023	Working Capital and interest payments to lender
Relationship to debtor Affiliate			
30.8 Centili Limited	\$70,000	July 2023-September 2023	Working capital
Relationship to debtor Affiliate			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

No
 Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

No
 Yes. Identify below.

Name of the pension fund

Employer Identification number of the pension fund

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.
 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 13, 2023/s/ Cort Javarone

Signature of individual signing on behalf of the debtor

Cort Javarone

Printed name

Position or relationship to debtor Managing MemberAre additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

No
 Yes

United States Bankruptcy Court
Southern District of New York

In re The 4D Factory, LLC

Debtor(s)

 Case No. 23-11619 MEW
 Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$ <u>35,214.00</u>
Prior to the filing of this statement I have received	\$ <u>35,214.00</u>
Balance Due	\$ <u>0.00</u>

2. The source of the compensation paid to me was:

Debtor Other (specify): **Debtor \$10,000; Cort Javarone \$25,214**

3. The source of compensation to be paid to me is:

Debtor Other (specify):

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
 I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

November 13, 2023

Date

/s/ Robert J. Spence

Robert J. Spence

Signature of Attorney

Spence Law Office, P.C.

55 Lumber Road

Suite 5

Roslyn, NY 11576

516-336-2060 Fax: 516-605-2084

rspence@spencelawpc.com

Name of law firm

United States Bankruptcy Court
Southern District of New York

In re The 4D Factory, LLC

Debtor(s)

Case No. **23-11619 MEW**
Chapter **11**

AMENDED LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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SEE ATTACHED LIST

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Managing Member** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date November 13, 2023

Signature /s/ Cort Javarone
Cort Javarone

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

NAME *	UNIT TYPE *	UNITS *
Cort Javarone (1)	Common	1,000,000
Jonathan Miller (2)	Common	192,000
Jonathan Miller – Series B (13)	Common (Series B)	8,758
Kevin Conroy (3)	Common	162,000
Ron Bloom (15)	Common	118,395
Tex Calderola (14)	Common	931
Andrew Grossman (9)	Common	98,643
David Vicini (10)	Common	98,643
Silvio Kutić (16)	Common	28,199
Izabel Jelenić (17)	Common	12,085
Roberto Kutić (18)	Common	7,109
Steven A. Horowitz (4)	Common	89,000
Geneva International Ins., Inc. (5)	Common	22,000
Goal Venture Partners (7)	Common	12,000
Ned Sherman (6)	Common	24,000
Dmitry Petrov (11)	Common	24,000
Jamil Moledina (12)	Common	18,000
Northern Pacific Group (8)	Series A Preferred	453,869

TOTAL	UNITS	2,369,632
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*Subject to the terms and conditions of the Operating Agreement for the company, as amended or modified. Also subject to dilution in the event certain "SAFEs" (simple agreements for future equity) are triggered. SAFEs do not represent equity ownership unless and until triggered upon a future Qualified Financing by the Debtor. The following parties hold SAFEs in the Debtor:

Barbara Winston
 Blue White Ventures
 Dmitry Petrov
 Goal Venture P, I LLC
 Hilary Juliet Lambert
 Steven Horowitz
 South Sahara African Trading

United States Bankruptcy Court
Southern District of New York

In re **The 4D Factory, LLC**

Debtor(s)

Case No. **23-11619 MEW**
Chapter **11**

VERIFICATION OF CREDITOR MATRIX

I, the Managing Member of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **November 13, 2023**

/s/ Cort Javarone

Cort Javarone/Managing Member
Signer>Title

CADWALADER WICKERSHAM & TAFT
200 LIBERTY STREET
NEW YORK, NY 10281

CENTILI LIMITED
2 NEW BAILEY
6 STANLEY STREET
Salford M3 5EN

CORT JAVARONE
[REDACTED]

DAVID VICINI
[REDACTED]

EISNERAMPER LLP
733 THIRD AVENUE
NEW YORK, NY 10017-2703

EMER TIMMONS
[REDACTED]

HOGAN LOVELLS (PARIS) LLP
17, AVENUE MATIGNON
CS 30027
75378 PARIS CEDEX 08

MEP CAPITAL HOLDINGS III LP
244 MADISON AVENUE #1214
NEW YORK, NY 10016

MICHELMAN & ROBINSON LLP
10880 WILSHIRE BLVD. 19TH FL
LOS ANGELES, CA 90024

MORGANFRANKLIN CONSULTING
7900 TYSONS ONE PLACE
SUITE 300
MC LEAN, VA 22102

REITLER KAILAS & ROSENBLATT LLP
ATTN: JONATHAN SILVERBLATT ESQ
885 THIRD AVENUE 20TH FL
NEW YORK, NY 10022

RSM US LLP
44 MONTGOMERY STREET
STE 3900
SAN FRANCISCO, CA 94104

SILVIO KUTIC, IZABEL JELENIC
ROBERTO KUTIC, C/O INFOBIP
35-38 NEW BRIDGE ST., 5TH FL
LONDON EC4V 6BW, UK

VALUATION RESEARCH CORP
PO BOX 809061
CHICAGO, IL 60680-9061

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

THE 4D FACTORY LLC,

Debtor.

Chapter 11
Case No.: 23-11619 MEW
(Subchapter V Case)

DECLARATION PURSUANT TO SECTION 1116(1)(B) OF THE BANKRUPTCY CODE

Cort Javarone, hereby certifies under section 1746 of title 28 of the United States Code, that:

1. I am the managing member of The 4D Factory LLC, the debtor and debtor-in-possession (the “Debtor”) in the above-captioned case. This declaration has been prepared at my direction and I am familiar with the business and affairs of the Debtor and have personal knowledge of the matters set forth herein.

2. I submit this Declaration pursuant to Section 1116(1)(B) of the Bankruptcy Code.

3. Pursuant to Section 1116(1)(B), the Debtor’s most recent tax return, balance sheet and profit and loss (“P&L”) statement(s) were filed with the Debtor’s petition. While the Debtor believes that the P&L constitutes a “statement of operations” and/or “cash-flow statement,” as required under Section 1116(1)(B), in an abundance of caution, to the extent that the P&L is neither a “statement of operations” nor a “cash-flow statement,” then no such statement(s) have been prepared for the Debtor.

4. In addition, it should be noted that the financials filed with the Petition are not current and may in some cases deviate materially from the Debtor’s current financial status.

Dated: November 13, 2023
New York, New York

/s/ Cort Javarone
Cort Javarone
Managing Member